

EXHIBIT C

Rule 2016 Statement

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

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Chapter 11

Case No. 20-10256 (KBO)

Jointly Administered

**STATEMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP
UNDER RULE 2016 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Young Conway Stargatt & Taylor, LLP (“**Young Conway**”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the District of Delaware (the “**Local Rules**”), and section 329 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), states that the undersigned is proposed counsel for the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) in these chapter 11 cases (the “**Chapter 11 Cases**”).

2. Compensation agreed to be paid by the Debtors to Young Conaway is to be for legal services rendered in connection with the Chapter 11 Cases. The Debtors have agreed to pay Young Conaway at the firm's standard hourly rates for the legal services rendered or to be rendered on the Debtors' behalf in connection with these cases by Young Conaway's various attorneys and paralegals. The Debtors have also agreed to reimburse Young Conaway for its actual and necessary expenses incurred in connection with the Chapter 11 Cases.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

3. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated November 4, 2019 (the “**Engagement Agreement**”). In accordance with the Engagement Agreement, Young Conaway received retainers in the amounts of \$175,000.00 and \$173,410.47 on November 19, 2019 and January 31, 2020, respectively (collectively, the “**Retainer**”) in connection with the planning and preparation of initial documents and its proposed postpetition representation of the Debtors.

4. Young Conaway also received the following payments from the Debtors, for services rendered and reimbursement of chapter 11 filing fees for each of the Debtors, prior to the Petition Date (the “**Prepetition Payments**”):

Invoice Date	Billing Period	Date of Payment	Form of Payment	Payment Amount
12/16/19	11/1/19 – 12/13/19	1/8/2020	Wire	139,148.90
1/8/2020	12/14/19 – 12/31/19	1/28/2020	Wire	145,524.16
1/29/2020	1/1/2020 – 1/24/2020	1/31/2020	Wire	176,589.53

Within the year prior to the Petition Date, Young Conaway received no other payments from the Debtors on account of services rendered or to be rendered in contemplation of or in connection with the Chapter 11 Cases.

5. The Prepetition Payments were applied to the invoice and, accordingly, did not diminish the Retainer. After applying a portion of the Retainer to the outstanding balance existing as of the Petition Date, Young Conaway continues to hold a Retainer in the amount of \$172,160.57. The remaining Retainer will constitute a general retainer as security for postpetition services and expenses.

6. Young Conaway will seek approval of payment of compensation upon its filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

7. All filing fees in the Chapter 11 Cases have been paid in full.

8. The services to be rendered include all those services set forth in the *Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Nunc Pro Tunc to the Petition Date.*

9. Young Conaway further states that it has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Young Conaway, or (b) any compensation another person or party has received or may receive.

Dated: February 6, 2020
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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